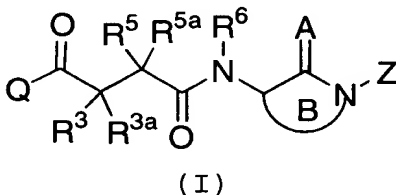


CLAIMS

What is claimed is:

5 1. A compound of Formula (I):



10 or a pharmaceutically acceptable salt or prodrug thereof,  
wherein:

A is O or S;

15 Q is -NR<sup>1</sup>R<sup>2</sup>;

R<sup>1</sup>, at each occurrence, is independently selected from:

H;

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>1a</sup>;

20 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>1b</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>1b</sup>; and

5 to 10 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 10 membered heterocycle

25 is substituted with 0-3 R<sup>1b</sup>;

R<sup>1a</sup>, at each occurrence, is independently selected from H,

C<sub>1</sub>-C<sub>6</sub> alkyl Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>1b</sup>;

30 C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>1b</sup>; and

5 to 10 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 10 membered heterocycle

is substituted with 0-3 R<sup>1b</sup>;

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1. The first group of people who have been affected by the pandemic are those who are in the front lines of the fight against the virus. These include healthcare workers, police officers, and other essential workers who are working long hours and in high-risk environments.

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$m$  is 0, 1, 2, or 3;

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sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>4b</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from is  
H, F, Cl, Br, I, CF<sub>3</sub>,  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>4b</sup>;

R<sup>4b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> halothioalkyl-S-;

R<sup>5</sup> is H, OR<sup>14</sup>;  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>1</sub>-C<sub>6</sub> alkoxy substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>5c</sup>;

R<sup>5a</sup> is H, OH, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>2</sub>-C<sub>4</sub> alkenyl, or  
C<sub>2</sub>-C<sub>4</sub> alkenyloxy;

R<sup>5b</sup>, at each occurrence, is independently selected from:  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;

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5 C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>5c</sup>;

R<sup>5c</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
10 C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> halothioalkyl-S-;

R<sup>6</sup> is H;

15 C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>6a</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>6b</sup>; or  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>6b</sup>;

20 R<sup>6a</sup>, at each occurrence, is independently selected from H,  
C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>,  
aryl or CF<sub>3</sub>;

25 R<sup>6b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl,  
C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

30 R<sup>7</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, phenyl and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7a</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7b</sup> is independently selected from H and C<sub>1</sub>-C<sub>4</sub> alkyl;

35 Ring B is a 7 membered lactam or thiolactam,  
wherein the lactam or thiolactam is saturated,  
partially saturated or unsaturated;

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wherein each additional lactam carbon or thiolactam carbon is substituted with 0-2 R<sup>11</sup>; and, optionally, the lactam or thiolactam contains a heteroatom selected from -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -N=, -NH-, and -N(R<sup>10</sup>)-;

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additionally, two R<sup>11</sup> substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-4 R<sup>13</sup>;

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additionally, two R<sup>11</sup> substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-3 R<sup>13</sup>;

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additionally, two R<sup>11</sup> substituents on the same or adjacent carbon atoms may be combined to form a C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>13</sup>;

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R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>R<sup>17</sup>; C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>10a</sup>; C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>10b</sup>; C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>10b</sup>;

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R<sup>10a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or aryl substituted with 0-4 R<sup>10b</sup>;  
R<sup>10b</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>,

NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-;

5 R<sup>11</sup>, at each occurrence, is independently selected from  
H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>18</sup>R<sup>19</sup>,  
C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;  
C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>;  
10 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>11b</sup>;

15 R<sup>11a</sup>, at each occurrence, is independently selected from  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>;  
phenyl substituted with 0-3 R<sup>11b</sup>;  
20 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>11b</sup>; and  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>11b</sup>;

25 R<sup>11b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
30 C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> halothioalkyl-S-;

Z is H;  
C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>;  
35 C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;  
C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 0-3 R<sup>12a</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>;

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5 C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>12b</sup>;

10 R<sup>12</sup>, at each occurrence, is independently selected from  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>12b</sup>;

15 R<sup>12a</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, -C(=O)NR<sup>15</sup>R<sup>16</sup>,  
CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
20 C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy, or C<sub>1</sub>-C<sub>4</sub> halothioalkyl-S-;

25 R<sup>12b</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl,  
SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> halothioalkyl-S-;

30 R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN,  
NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

35 R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl, or  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

R<sup>14a</sup> is H, phenyl, benzyl, or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

5 R<sup>16</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

10 R<sup>17</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl, aryl substituted by 0-4 R<sup>17a</sup>, or -CH<sub>2</sub>-aryl substituted by 0-4 R<sup>17a</sup>;

15 R<sup>17a</sup> is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(O)CH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

20 R<sup>18</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-; and

25 R<sup>19</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

30 provided, when R<sup>13</sup> is H, then Z is H;

C<sub>4</sub>-C<sub>8</sub> alkyl substituted with 1-3 R<sup>12</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;

35 C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 0-3 R<sup>12a</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>; and

provided, when ring B is a 1,3,4,5-tetrahydro-1-(Z)-5-(R<sup>10</sup>)-6,6,7,7-tetra(R<sup>11</sup>)-2,4-dioxo-2H-1,5-diazepin-3-yl core, and R<sup>13</sup> is H; then



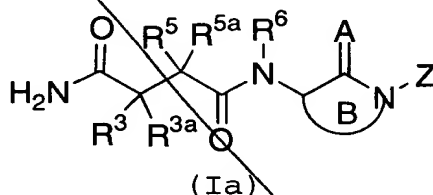
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R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>,  
S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>R<sup>17</sup>; or  
C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>10a</sup>;

5 R<sup>10a</sup>, at each occurrence, is independently selected from  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>.

2. A compound, according to Claim 1, of Formula (Ia):



or a pharmaceutically acceptable salt or prodrug thereof,  
15 wherein:

Z is H;

C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 0-3 R<sup>12a</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or

20 C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>.

3. A compound according to Claim 2 of Formula (Ia)  
wherein:

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25 R<sup>3</sup> is -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-R<sup>4</sup>,  
-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-S-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,  
-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-O-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>, or  
-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-N(R<sup>7b</sup>)-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>;

30 n is 0, 1, or 2;

m is 0, 1, or 2;

R<sup>3a</sup> is H, OH, methyl, ethyl, propyl, butyl, methoxy,  
35 ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

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R<sup>4</sup> is H, OH, OR<sup>14a</sup>,

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>4a</sup>,

C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>4a</sup>,

C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>4a</sup>,

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or

5 to 10 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

10 sulphur, wherein said 5 to 10 membered heterocycle

is substituted with 0-3 R<sup>4b</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from is  
H, F, Cl, Br, I, CF<sub>3</sub>,

15 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or

5 to 10 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

20 sulphur, wherein said 5 to 10 membered heterocycle

is substituted with 0-3 R<sup>4b</sup>;

R<sup>4b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub>  
25 haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>5</sup> is H, OR<sup>14</sup>;

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>5b</sup>;

C<sub>1</sub>-C<sub>6</sub> alkoxy substituted with 0-3 R<sup>5b</sup>;

30 C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or

5 to 10 membered heterocycle containing 1 to 4

35 heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 10 membered heterocycle

is substituted with 0-3 R<sup>5c</sup>;

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cont<sup>5</sup>  
R<sup>5a</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>5b</sup>, at each occurrence, is independently selected from:  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>5c</sup>;

R<sup>5c</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub>  
haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>6</sup> is H, methyl, or ethyl;

R<sup>7</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, phenyl and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7a</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7b</sup> is independently selected from H, methyl, ethyl,  
propyl, and butyl;

Ring B is a 7 membered lactam or thiolactam,  
wherein the lactam or thiolactam is saturated,  
partially saturated or unsaturated;  
wherein each additional lactam carbon or thiolactam  
carbon is substituted with 0-2 R<sup>11</sup>; and,  
optionally, the lactam or thiolactam contains a  
heteroatom selected from, -O-, -S-, -S(=O)-, -  
S(=O)<sub>2</sub>-, -N=, -NH-, and -N(R<sup>10</sup>)-

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cont<sup>5</sup>

additionally, two R<sup>11</sup> substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-3 R<sup>13</sup>;

additionally, two R<sup>11</sup> substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-3 R<sup>13</sup>;

additionally, two R<sup>11</sup> substituents on the same or adjacent carbon atoms may be combined to form a C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>13</sup>;

R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>R<sup>17</sup>;  
C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-2 R<sup>10a</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>10b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>10b</sup>;

R<sup>10a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-4 R<sup>10b</sup>;

R<sup>10b</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, or CF<sub>3</sub>;

R<sup>11</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>18</sup>R<sup>19</sup>, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;

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5 C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>11b</sup>;

10 R<sup>11a</sup>, at each occurrence, is independently selected from H,  
C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>,  
CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>;

15 R<sup>11b</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl,  
SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy,  
C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

20 Z is H;  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>12a</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

25 R<sup>12a</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl,  
SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy,  
C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

30 R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN,  
NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>6</sub> alkyl, or C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl;

35 R<sup>14a</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

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R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

5 R<sup>16</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

10 R<sup>17</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl, aryl substituted by 0-4 R<sup>17a</sup>, or -CH<sub>2</sub>-aryl substituted by 0-4 R<sup>17a</sup>;

15 R<sup>17a</sup> is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(O)CH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

20 R<sup>18</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-; and

25 R<sup>19</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-.

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4. A compound according to Claim 3 of Formula (Ia) wherein:

30 R<sup>3</sup> is -(CHR<sup>7</sup>)<sub>n</sub>-R<sup>4</sup>,

n is 0 or 1;

35 R<sup>3a</sup> is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R<sup>4</sup> is H, OH, OR<sup>14a</sup>, C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-2 R<sup>4a</sup>,

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-2 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or  
5 5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>4b</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from is  
10 H, F, Cl, Br, I, CF<sub>3</sub>,

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
phenyl substituted with 0-3 R<sup>4b</sup>, or

15 5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>4b</sup>;

R<sup>4b</sup>, at each occurrence, is independently selected from H,  
20 OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub>  
haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is H, OR<sup>14</sup>;

25 C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;

R<sup>5a</sup> is H, methyl, ethyl, propyl, or butyl;

30 R<sup>5b</sup>, at each occurrence, is independently selected from:  
H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br,  
I, =O;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;

35 phenyl substituted with 0-3 R<sup>5c</sup>; or

5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and

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sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

10

R<sup>6</sup> is H;

R<sup>7</sup>, at each occurrence, is independently selected from H, F, CF<sub>3</sub>, methyl, and ethyl;

15

Ring B is a 7 membered lactam or thiolactam, wherein the lactam or thiolactam is saturated, partially saturated or unsaturated; wherein each additional lactam carbon or thiolactam carbon is substituted with 0-2 R<sup>11</sup>; and, optionally, the lactam or thiolactam contains a

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heteroatom selected from -N=, -NH-, and -N(R<sup>10</sup>)-;

25

additionally, two R<sup>11</sup> substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-2 R<sup>13</sup>;

30

additionally, two R<sup>11</sup> substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-2 R<sup>13</sup>;

35

additionally, two R<sup>11</sup> substituents on the same or adjacent carbon atoms may be combined to form a C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>13</sup>;

R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>;



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5 C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>10a</sup>;  
phenyl substituted with 0-4 R<sup>10b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>10b</sup>;

10 R<sup>10a</sup>, at each occurrence, is independently selected from H,  
C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>,  
CF<sub>3</sub>, or phenyl substituted with 0-4 R<sup>10b</sup>;

15 R<sup>10b</sup>, at each occurrence, is independently selected from H,  
OH, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>, or CF<sub>3</sub>;

20 R<sup>11</sup>, at each occurrence, is independently selected from  
H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, =O, NR<sup>18</sup>R<sup>19</sup>, C(=O)R<sup>17</sup>,  
C(=O)OR<sup>17</sup>, CF<sub>3</sub>;

25 C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>;  
C<sub>3</sub>-6 carbocycle substituted with 0-3 R<sup>11b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>11b</sup>;

30 R<sup>11a</sup>, at each occurrence, is independently selected from H,  
C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, F, =O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl  
substituted with 0-3 R<sup>11b</sup>;

35 R<sup>11b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy,  
C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

Z is H;  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>12a</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

5 R<sup>12a</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl,  
and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

10 R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN,  
NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>4</sub> alkyl, or C<sub>2</sub>-C<sub>4</sub> alkoxyalkyl;

15 R<sup>15</sup>, at each occurrence, is independently selected from H,  
C<sub>1</sub>-C<sub>4</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)-C(=O)-,  
and (C<sub>1</sub>-C<sub>4</sub> alkyl)-S(=O)<sub>2</sub>-;

20 R<sup>16</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>4</sub> alkyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>4</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>4</sub> alkyl)-S(=O)<sub>2</sub>-;

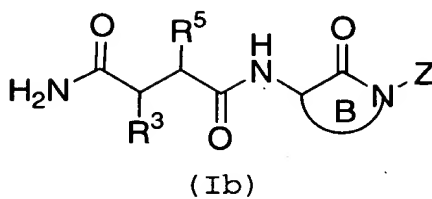
25 R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl,  
ethoxymethyl, methoxyethyl, ethoxyethyl,  
phenyl substituted by 0-3 R<sup>17a</sup>, or  
-CH<sub>2</sub>-phenyl substituted by 0-3 R<sup>17a</sup>;

R<sup>17a</sup> is H, methyl, methoxy, -OH, F, Cl, CF<sub>3</sub>, or OCF<sub>3</sub>;

30 R<sup>18</sup>, at each occurrence, is independently selected from  
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and  
phenethyl;

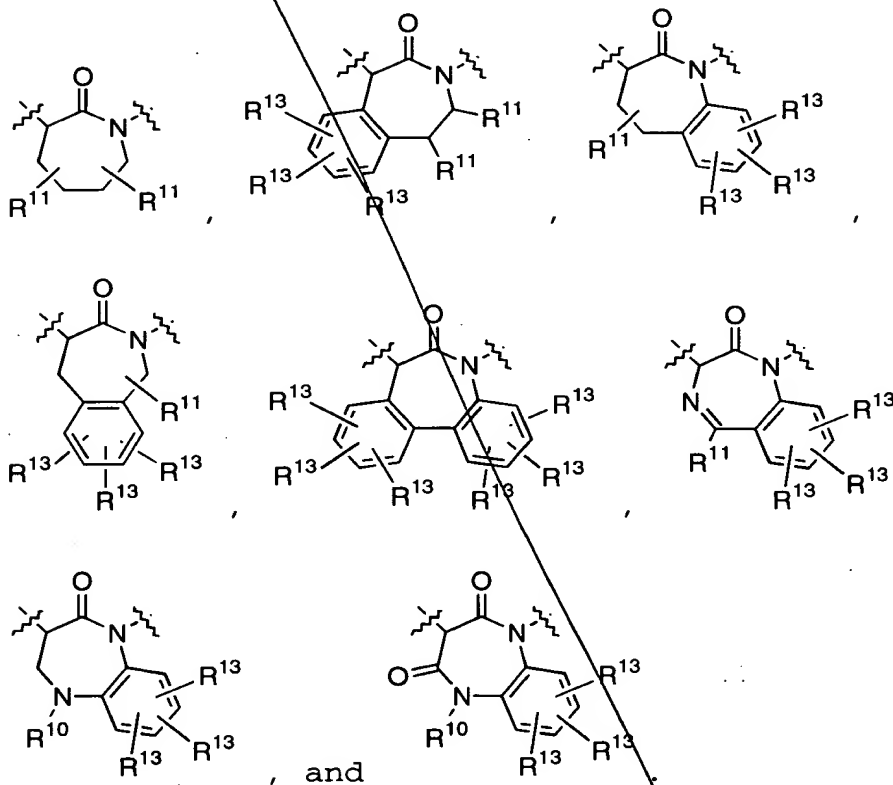
35 R<sup>19</sup>, at each occurrence, is independently selected from  
H, methyl, and ethyl.

5. A compound of Claim 4 of Formula (Ib):

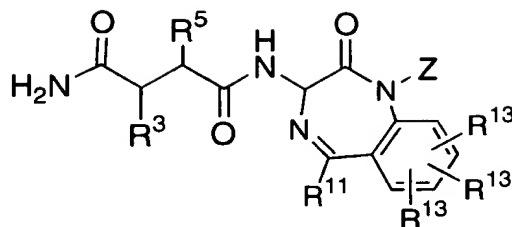


or a pharmaceutically acceptable salt or prodrug thereof  
wherein:

10 Ring B is selected from:



6. A compound according to Claim 5 of Formula (Ic):



(Ic)

or a pharmaceutically acceptable salt or prodrug thereof wherein

R<sup>3</sup> is R<sup>4</sup>,

R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>4a</sup>, or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from  
H, F, CF<sub>3</sub>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
phenyl substituted with 0-3 R<sup>4b</sup>, or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>4b</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>4b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,  
ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>;

$R^{5b}$ , at each occurrence, is independently selected from:

H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, =O;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>5c</sup>;

\phenyl substituted with 0-3 R<sup>5c</sup>; or

5\ to 6 membered heterocycle containing 1 to 4

Heteroatoms selected from nitrogen, oxygen, and

1 sulphur, wherein said 5 to 6 membered heterocycle is

substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6

membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,

pyrrolyl, piperazinyll, piperidinyl, pyrazolyl,

imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

$R^{5c}$ , at each occurrence, is independently selected from H,

OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,

S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,

ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

$R^{11}$ , at each occurrence, is independently selected from

$$\text{H, =O, NR}^{18}\text{R}^{19}, \text{CF}_3;$$

C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>11a</sup>;

phenyl substituted with 0-3 R<sup>11b</sup>;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; and

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle is

substituted with 0-3 R<sup>11b</sup>; wherein said 5 to 6

membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,

pyrrolyl, piperaziny1, piperidinyl, pyrazolyl,

imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

$R^{11a}$ , at each occurrence, is independently selected from H,

C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, F, Cl, =O, NR<sup>15</sup>R<sup>16</sup>, \CF<sub>3</sub>, or phenyl

substituted with 0-3 R<sup>11b</sup>;

R<sup>11b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

Z is H;

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>12a</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

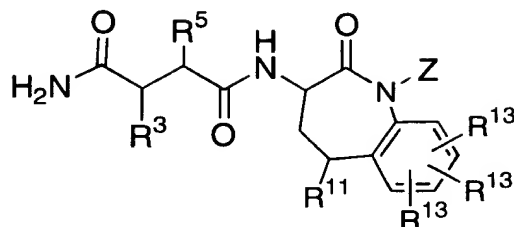
R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R<sup>16</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)<sub>2</sub>-, and ethyl-S(=O)<sub>2</sub>-;

R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl.

7. A compound according to Claim 5 of Formula (Id):



(Id)

5 or a pharmaceutically acceptable salt or prodrug thereof  
wherein:

R<sup>3</sup> is R<sup>4</sup>,

10 R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>4a</sup>, or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from  
15 H, F, CF<sub>3</sub>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
phenyl substituted with 0-3 R<sup>4b</sup>, or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
20 sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>4b</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
25 imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>4b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,  
30 ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>;

R<sup>5b</sup>, at each occurrence, is independently selected from:

H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, =O;

5 C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>5c</sup>;

phenyl substituted with 0-3 R<sup>5c</sup>; or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle is

10 substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6

membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,

pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,

imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

15

R<sup>5c</sup>, at each occurrence, is independently selected from H,

OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,

S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,

ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

20

R<sup>11</sup>, at each occurrence, is independently selected from

H, =O, NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;

C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>11a</sup>;

phenyl substituted with 0-3 R<sup>11b</sup>;

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C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle is

substituted with 0-3 R<sup>11b</sup>; wherein said 5 to 6

30

membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,

pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,

imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

35

R<sup>11a</sup>, at each occurrence, is independently selected from H,

C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, F, Cl, =O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl

substituted with 0-3 R<sup>11b</sup>;



~~R<sup>11b</sup>~~, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

Z is H;

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>12a</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from

H, OH, Cl, F, ~~NR<sup>15</sup>R<sup>16</sup>~~, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,

~~S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,~~

ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

$R^{13}$ , at each occurrence, is independently selected from

H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy,

Cl, F, Br, CN, ~~NR<sup>15</sup>R<sup>16</sup>~~, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

$R^{16}$ , at each occurrence, is independently selected from

H, OH, methyl, ethyl, propyl, butyl, benzyl,

phenethyl, methyl-C(=O)-, ~~ethyl-C(=O)-~~,

methyl-S(=O)<sub>2</sub>-, and ethyl-S(=O)<sub>2</sub>-;

$R^{18}$ , at each occurrence, is independently selected from

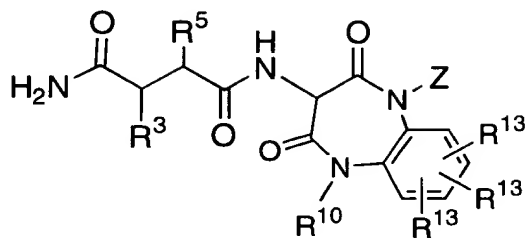
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and

phenethyl; and

$R^{19}$ , at each occurrence, is independently selected from

H, methyl, and ethyl.

8. A compound according to Claim 5 of Formula (Ie):



5 or a pharmaceutically acceptable salt or prodrug thereof  
wherein:

R<sup>3</sup> is R<sup>4</sup>,

10 R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>4a</sup>, or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>;

15 R<sup>4a</sup>, at each occurrence, is independently selected from  
H, F, CF<sub>3</sub>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
phenyl substituted with 0-3 R<sup>4b</sup>, or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
20 sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>4b</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
25 imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>4b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,  
30 ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>;

R<sup>5b</sup>, at each occurrence, is independently selected from:

H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, =O;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>5c</sup>;

phenyl substituted with 0-3 R<sup>5c</sup>; or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle is

substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6

membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,

pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,

imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>5c</sup>, at each occurrence, is independently selected from H,

OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,

S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,

ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>;

C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>10a</sup>;

phenyl substituted with 0-4 R<sup>10b</sup>;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle is

substituted with 0-3 R<sup>10b</sup>; wherein said 5 to 6

membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,

pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,

imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>10a</sup>, at each occurrence, is independently selected from H,

methyl, ethyl, propyl, butyl, OR<sup>14</sup>, Cl, F, =O, NR<sup>15</sup>R<sup>16</sup>,

CF<sub>3</sub>, or phenyl substituted with 0-4 R<sup>10b</sup>;

R<sup>10b</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

5 Z is H;

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>12a</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

10 R<sup>12a</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

15 R<sup>13</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

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R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

25

R<sup>16</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)<sub>2</sub>-, and ethyl-S(=O)<sub>2</sub>-;

30

R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R<sup>17a</sup>, or -CH<sub>2</sub>-phenyl substituted by 0-3 R<sup>17a</sup>;

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R<sup>17a</sup> is H, methyl, methoxy, -OH, F, Cl, CF<sub>3</sub>, or OCF<sub>3</sub>;

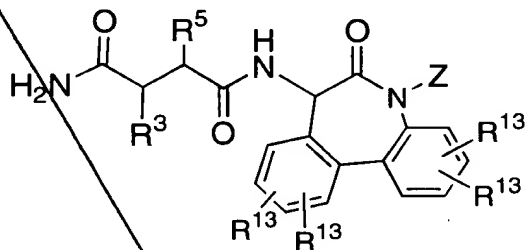
R<sup>18</sup>, at each occurrence, is independently selected from

Sub  
A4  
Cont

H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl.

9. A compound according to Claim 5 of Formula (If):



(If)

or a pharmaceutically acceptable salt or prodrug thereof wherein:

R<sup>3</sup> is R<sup>4</sup>,

R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>4a</sup>, or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from H, F, CF<sub>3</sub>,

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
phenyl substituted with 0-3 R<sup>4b</sup>, or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>4b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

5 R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>;

10 R<sup>5b</sup>, at each occurrence, is independently selected from:  
H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, =O;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>5c</sup>;  
phenyl substituted with 0-3 R<sup>5c</sup>; or  
15 5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
20 pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>5c</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
25 S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,  
ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

Z is H;

30 C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>12a</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
35 S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,  
ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

5 R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

10 R<sup>16</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-S(=O)-, ethyl-C(=O)-, methyl-S(=O)<sub>2</sub>-, and ethyl-S(=O)<sub>2</sub>-;

15 R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

20 R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl.

10. A compound, according to one of Claims 6, 7, 8, or 9, wherein:

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A5  
R<sup>3</sup> is -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
-CH<sub>2</sub>(CH<sub>3</sub>)<sub>2</sub>, -CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>,  
-CF<sub>3</sub>, -CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>,  
-CH=CH<sub>2</sub>, -CH<sub>2</sub>CH=CH<sub>2</sub>, -CH<sub>2</sub>C(CH<sub>3</sub>)=CH<sub>2</sub>, -CH<sub>2</sub>CH=C(CH<sub>3</sub>)<sub>2</sub>,  
30 -CH<sub>2</sub>CH<sub>2</sub>CH=CH<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>C(CH<sub>3</sub>)=CH<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH=C(CH<sub>3</sub>)<sub>2</sub>,  
cis-CH<sub>2</sub>CH=CH(CH<sub>3</sub>), cis-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>),  
trans-CH<sub>2</sub>CH=CH(CH<sub>3</sub>), trans-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>);  
-C≡CH, -CH<sub>2</sub>C≡CH, -CH<sub>2</sub>C≡C(CH<sub>3</sub>),  
cyclopropyl-CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>-,  
35 cyclohexyl-CH<sub>2</sub>-, cyclopropyl-CH<sub>2</sub>CH<sub>2</sub>-,  
cyclobutyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>CH<sub>2</sub>-,  
cyclohexyl-CH<sub>2</sub>CH<sub>2</sub>-, phenyl-CH<sub>2</sub>-,

Sub  
AS  
cont

- (2-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>-,  
 (2-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-phenyl)CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>-,  
 (2,3-diF-phenyl)CH<sub>2</sub>-, (2,4-diF-phenyl)CH<sub>2</sub>-,  
 (2,5-diF-phenyl)CH<sub>2</sub>-, (2,6-diF-phenyl)CH<sub>2</sub>-,  
 (3,4-diF-phenyl)CH<sub>2</sub>-, (3,5-diF-phenyl)CH<sub>2</sub>-,  
 (2,3-diCl-phenyl)CH<sub>2</sub>-, (2,4-diCl-phenyl)CH<sub>2</sub>-,  
 (2,5-diCl-phenyl)CH<sub>2</sub>-, (2,6-diCl-phenyl)CH<sub>2</sub>-,  
 (3,4-diCl-phenyl)CH<sub>2</sub>-, (3,5-diCl-phenyl)CH<sub>2</sub>-,  
 (3-F-4-Cl-phenyl)CH<sub>2</sub>-, (3-F-5-Cl-phenyl)CH<sub>2</sub>-,  
 (3-Cl-4-F-phenyl)CH<sub>2</sub>-, phenyl-CH<sub>2</sub>CH<sub>2</sub>-,  
 (2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (3-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (2,3-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (2,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,6-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (3,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (2,3-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (2,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,6-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (3,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (3-F-4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, or (3-F-5-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 R<sup>5</sup> is -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
 -CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>,  
 -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>,  
 -CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH(CH<sub>2</sub>CH<sub>3</sub>)<sub>2</sub>, -CF<sub>3</sub>, -CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>,  
 -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>, -CH=CH<sub>2</sub>, -CH<sub>2</sub>CH=CH<sub>2</sub>,  
 -CH=CHCH<sub>3</sub>, cis-CH<sub>2</sub>CH=CH(CH<sub>3</sub>), trans-CH<sub>2</sub>CH=CH(CH<sub>3</sub>),  
 trans-CH<sub>2</sub>CH=CH(C<sub>6</sub>H<sub>5</sub>), -CH<sub>2</sub>CH=C(CH<sub>3</sub>)<sub>2</sub>, cis-CH<sub>2</sub>CH=CHCH<sub>2</sub>CH<sub>3</sub>,  
 trans-CH<sub>2</sub>CH=CHCH<sub>2</sub>CH<sub>3</sub>, cis-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>),  
 trans-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>), trans-CH<sub>2</sub>CH=CHCH<sub>2</sub>(C<sub>6</sub>H<sub>5</sub>),  
 -C≡CH, -CH<sub>2</sub>C≡CH, -CH<sub>2</sub>C≡C(CH<sub>3</sub>), -CH<sub>2</sub>C≡C(C<sub>6</sub>H<sub>5</sub>)  
 -CH<sub>2</sub>CH<sub>2</sub>C≡CH, -CH<sub>2</sub>CH<sub>2</sub>C≡C(CH<sub>3</sub>), -CH<sub>2</sub>CH<sub>2</sub>C≡C(C<sub>6</sub>H<sub>5</sub>)  
 -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>C≡CH, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>C≡C(CH<sub>3</sub>), -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>C≡C(C<sub>6</sub>H<sub>5</sub>)  
 cyclopropyl-CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>-,  
 cyclohexyl-CH<sub>2</sub>-, (2-CH<sub>3</sub>-cyclopropyl)CH<sub>2</sub>-,  
 (3-CH<sub>3</sub>-cyclobutyl)CH<sub>2</sub>-,  
 cyclopropyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>CH<sub>2</sub>-,



Sub  
A3  
cont

cyclopentyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclohexyl-CH<sub>2</sub>CH<sub>2</sub>-,  
(2-CH<sub>3</sub>-cyclopropyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-CH<sub>3</sub>-cyclobutyl)CH<sub>2</sub>CH<sub>2</sub>-,  
phenyl-CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>-,  
(4-F-phenyl)CH<sub>2</sub>-, furanyl-CH<sub>2</sub>-, thienyl-CH<sub>2</sub>-,  
5 pyridyl-CH<sub>2</sub>-, 1-imidazolyl-CH<sub>2</sub>-, oxazolyl-CH<sub>2</sub>-,  
isoxazolyl-CH<sub>2</sub>-,  
phenyl-CH<sub>2</sub>CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, furanyl-CH<sub>2</sub>CH<sub>2</sub>-, thienyl-CH<sub>2</sub>CH<sub>2</sub>-,  
pyridyl-CH<sub>2</sub>CH<sub>2</sub>-, 1-imidazolyl-CH<sub>2</sub>CH<sub>2</sub>-, oxazolyl-CH<sub>2</sub>CH<sub>2</sub>-,  
10 isoxazolyl-CH<sub>2</sub>CH<sub>2</sub>-.

Z is methyl, ethyl, i-propyl, n-propyl, n-butyl, i-butyl,  
s-butyl, t-butyl, or allyl;

15 R<sup>10</sup> is H, methyl, ethyl, phenyl, benzyl, phenethyl,  
4-F-phenyl, (4-F-phenyl)CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
4-Cl-phenyl, (4-Cl-phenyl)CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
4-CH<sub>3</sub>-phenyl, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>-, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
4-CF<sub>3</sub>-phenyl, (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>-, or  
20 (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-;

R<sup>11</sup>, at each occurrence, is independently selected from  
H, =O, methyl, ethyl, phenyl, benzyl, phenethyl,  
4-F-phenyl, (4-F-phenyl)CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
25 3-F-phenyl, (3-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
2-F-phenyl, (2-F-phenyl)CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
4-Cl-phenyl, (4-Cl-phenyl)CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
3-Cl-phenyl, (3-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
4-CH<sub>3</sub>-phenyl, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>-, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
30 3-CH<sub>3</sub>-phenyl, (3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>-, (3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
4-CF<sub>3</sub>-phenyl, (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>-, (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and

R<sup>13</sup>, at each occurrence, is independently selected from  
35 H, F, Cl, OH, -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -OCH<sub>3</sub>, or -CF<sub>3</sub>.

B4  
cont

11. A compound according to Claim 2 selected from:

B4  
cont<sup>5</sup>  
~~(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;~~

~~(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;~~

10 ~~(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;~~

15 ~~(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;~~

20 ~~(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;~~

25 ~~(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;~~

~~(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-3-allyl-butanediamide;~~

30 ~~(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-3-allyl-butanediamide;~~

~~(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-3-propyl-butanediamide;~~

35 ~~(2R) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-butanediamide;~~

(2R,3S) N1-[1,3-dihydro-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

10 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

15 (2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

20 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

25 (2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

30 (2S,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

35 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

B4  
cont  
5 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

10 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

15 (2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

20 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-2-yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

25 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-morpholino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(dimethylamino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

30 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-methyl-N-phenylamino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

35 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-piperidinyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-homopiperidinyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

B4  
cont

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(3-methoxyphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

10 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-4-yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

15 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-methoxy-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

20 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-3-yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(cyclopropylmethyl)-butanediamide;

25 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

30 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

35 (2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

B4  
cont  
1 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

5 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(cyclopentylethyl)-butanediamide;

10 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

15 (2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

20 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

25 (2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

30 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-n-butyl-butanediamide;

35 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

B4  
cont  
(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

5 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-n-butyl-butanediamide;

10 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-N4-[benzyl]-butanediamide;

15 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-methyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

20 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-n-butyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(2-methylpropyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

25 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

30 (2R,3S) N1-[1,3-dihydro-1-ethyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

35 (2R,3S) N1-[1,3-dihydro-1-propyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

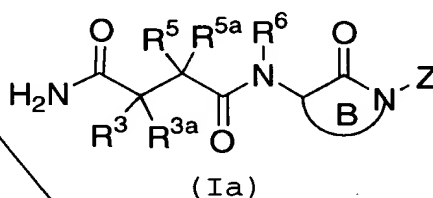
B<sup>4</sup>  
cont  
(2R,3S) N1-[1,3-dihydro-1-(isopropyl)-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

5 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3,3-diallyl-butanediamide;

(2R,3S) N1-[6,7-dihydro-5-methyl-6-oxo-5H-dibenz[b,d]azepin-7-yl]-2-(2-methylpropyl)-3-allyl-butanediamide; and

10 (2R,3S) N1-[1,3,4,5-tetrahydro-1,5-dimethyl-2,4-dioxo-2H-1,5-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide.

Sub  
A<sup>6</sup>  
12. A compound, according to Claim 1, of Formula (Ia):



or a pharmaceutically acceptable salt or prodrug thereof, wherein:

25 Z is C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 1-3 R<sup>12</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;

30 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;



provided, when  $R^{13}$  is H,

then Z is  $C_4-C_8$  alkyl substituted with 1-3  $R^{12}$ ;

$C_2-C_4$  alkenyl substituted with 1-3  $R^{12}$ ; or

$C_2-C_4$  alkynyl substituted with 1-3  $R^{12}$ ; and

provided, when ring B is a 1,3,4,5-tetrahydro-1-(Z)-5-  
( $R^{10}$ )-6,6,7,7-tetra( $R^{11}$ )-2,4-dioxo-2H-1,5-diazepin-3-yl  
core, and  $R^{13}$  is H; then

10  $R^{10}$  is H,  $C(=O)R^{17}$ ,  $C(=O)OR^{17}$ ,  $C(=O)NR^{18}R^{19}$ ,

$S(=O)_2NR^{18}R^{19}$ ,  $S(=O)_2R^{17}$ ; or

$C_1-C_6$  alkyl optionally substituted with 0-3  $R^{10a}$ ;

$R^{10a}$ , at each occurrence, is independently selected from

15 H,  $C_1-C_6$  alkyl,  $OR^{14}$ , Cl, F, Br, I, =O, CN,  $NO_2$ ,

$NR^{15}R^{16}$ , and  $CF_3$ .

13. A compound according to Claim 12 of Formula (Ia)  
wherein:

$R^3$  is  $-(CR^7R^{7a})_n-R^4$ ,

$-(CR^7R^{7a})_n-S-(CR^7R^{7a})_m-R^4$ ,

$-(CR^7R^{7a})_n-O-(CR^7R^{7a})_m-R^4$ , or

25  $-(CR^7R^{7a})_n-N(R^{7b})-(CR^7R^{7a})_m-R^4$ ;

n is 0, 1, or 2;

m is 0, 1, or 2;

30  $R^{3a}$  is H, OH, methyl, ethyl, propyl, butyl, methoxy,  
ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

$R^4$  is H, OH,  $OR^{14a}$ ,

35  $C_1-C_6$  alkyl substituted with 0-3  $R^{4a}$ ,

$C_2-C_6$  alkenyl substituted with 0-3  $R^{4a}$ ,

$C_2-C_6$  alkynyl substituted with 0-3  $R^{4a}$ ,

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cont  
5  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>4b</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from is  
H, F, Cl, Br, I, CF<sub>3</sub>,

10 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
15 is substituted with 0-3 R<sup>4b</sup>;

R<sup>4b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub>  
20 haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>5</sup> is H, OR<sup>14</sup>;

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>1</sub>-C<sub>6</sub> alkoxy substituted with 0-3 R<sup>5b</sup>;  
25 C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
30 heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>5c</sup>;

R<sup>5a</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

35 R<sup>5b</sup>, at each occurrence, is independently selected from:

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H, C<sub>1</sub>-C<sub>6</sub> alkyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or

5 5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>5c</sup>;

10 R<sup>5c</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub>  
haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

15 R<sup>6</sup> is H, methyl, or ethyl;

R<sup>7</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, phenyl, and C<sub>1</sub>-C<sub>4</sub>  
alkyl;

20 R<sup>7a</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, and C<sub>1</sub>-C<sub>4</sub> alkyl;

25 R<sup>7b</sup> is independently selected from H, methyl, ethyl,  
propyl, and butyl;

Ring B is a 7 membered lactam,

wherein the lactam is saturated, partially saturated  
or unsaturated;

30 wherein each additional lactam carbon is substituted  
with 0-2 R<sup>11</sup>; and,  
optionally, the lactam contains a heteroatom selected  
from -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -N=, -NH-, and -  
N(R<sup>10</sup>)-;

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additionally, two R<sup>11</sup> substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-3 R<sup>13</sup>;

5 additionally, two R<sup>11</sup> substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl  
10 fused radical is substituted with 0-3 R<sup>13</sup>;

additionally, two R<sup>11</sup> substituents on the same or adjacent carbon atoms may be combined to form a C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>13</sup>;

15 R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>R<sup>17</sup>;  
C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-2 R<sup>10a</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>10b</sup>;  
20 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>10b</sup>;

25 R<sup>10a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-4 R<sup>10b</sup>;

30 R<sup>10b</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, or CF<sub>3</sub>;

35 R<sup>11</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>18</sup>R<sup>19</sup>, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>; C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>;

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5 C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>11b</sup>;

10 R<sup>11a</sup>, at each occurrence, is independently selected from H,  
C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>,  
CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>;

15 R<sup>11b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub>  
haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

20 Z is C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>12b</sup>;

30 R<sup>12</sup>, at each occurrence, is independently selected from  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>12b</sup>;

35 R<sup>12b</sup>, at each occurrence, is independently selected from

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cont

H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

- 5 R<sup>13</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;
- R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>6</sub> alkyl, or C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl;
- 10 R<sup>14a</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;
- R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;
- 15 R<sup>16</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;
- 20 R<sup>17</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl, aryl substituted by 0-4 R<sup>17a</sup>, or -CH<sub>2</sub>-aryl substituted by 0-4 R<sup>17a</sup>;
- 25 R<sup>17a</sup> is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(O)CH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;
- R<sup>18</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-; and
- 30 R<sup>19</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;
- 35

provided, when R<sup>13</sup> is H,

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then Z is C<sub>4</sub>-C<sub>6</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>; or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>.

5 14. A compound according to Claim 13 of Formula (Ia)  
wherein:

R<sup>3</sup> is -(CHR<sup>7</sup>)<sub>n</sub>-R<sup>4</sup>,

10 n is 0 or 1;

R<sup>3a</sup> is H, OH, methyl, ethyl, propyl, butyl, methoxy,  
ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

15 R<sup>4</sup> is H, OH, OR<sup>14a</sup>,  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-2 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-2 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
20 C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>4b</sup>;

25 R<sup>4a</sup>, at each occurrence, is independently selected from is  
H, F, Cl, Br, I, CF<sub>3</sub>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
phenyl substituted with 0-3 R<sup>4b</sup>, or  
30 5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>4b</sup>;

35 R<sup>4b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,

~~S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;~~

~~R<sup>5</sup> is H, OR<sup>14</sup>;~~

~~C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>5b</sup>;~~

~~C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>5b</sup>;~~

~~C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;~~

~~R<sup>5a</sup> is H, methyl, ethyl, propyl, or butyl;~~

~~R<sup>5b</sup>, at each occurrence, is independently selected from:~~

~~H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br,  
I, =O;~~

~~C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;~~

~~phenyl substituted with 0-3 R<sup>5c</sup>; or~~

~~5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>5c</sup>;~~

~~R<sup>5c</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub>  
haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;~~

~~R<sup>6</sup> is H;~~

~~R<sup>7</sup>, at each occurrence, is independently selected from H,  
F, CF<sub>3</sub>, methyl, and ethyl;~~

~~Ring B is a 7 membered lactam,~~

~~wherein the lactam is saturated, partially saturated  
or unsaturated;~~

~~wherein each additional lactam carbon is substituted  
with 0-2 R<sup>11</sup>; and,~~

~~optionally, the lactam contains a heteroatom selected  
from -N=, -NH-, and -N(R<sup>10</sup>)-;~~



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5 additionally, two R<sup>11</sup> substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-2 R<sup>13</sup>;

10 additionally, two R<sup>11</sup> substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-2 R<sup>13</sup>;

15 additionally, two R<sup>11</sup> substituents on the same or adjacent carbon atoms may be combined to form a C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>13</sup>;

20 R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>;  
C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>10a</sup>;  
phenyl substituted with 0-4 R<sup>10b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>10b</sup>;

25 R<sup>10a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-4 R<sup>10b</sup>;

30 R<sup>10b</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, or CF<sub>3</sub>;

35 R<sup>11</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, =O, NR<sup>18</sup>R<sup>19</sup>, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, CF<sub>3</sub>;  
C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>;

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cont

5

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>11b</sup>;

10

R<sup>11a</sup>, at each occurrence, is independently selected from H,  
C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, F, =O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl  
substituted with 0-3 R<sup>11b</sup>;

15

R<sup>11b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy,  
C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

20

Z is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>12b</sup>;

25

R<sup>12</sup>, at each occurrence, is independently selected from  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>12b</sup>;

30

35

R<sup>12b</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl,  
and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

B<sup>4</sup>  
cont 5  
R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN,  
NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, C<sub>1</sub>-C<sub>4</sub> alkyl, or C<sub>2</sub>-C<sub>4</sub> alkoxyalkyl;

10 R<sup>15</sup>, at each occurrence, is independently selected from H,  
C<sub>1</sub>-C<sub>4</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)-C(=O)-,  
and (C<sub>1</sub>-C<sub>4</sub> alkyl)-S(=O)<sub>2</sub>-;

15 R<sup>16</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>4</sub> alkyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>4</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>4</sub> alkyl)-S(=O)<sub>2</sub>-;

20 R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl,  
ethoxymethyl, methoxyethyl, ethoxyethyl,  
phenyl substituted by 0-3 R<sup>17a</sup>, or  
-CH<sub>2</sub>-phenyl substituted by 0-3 R<sup>17a</sup>;

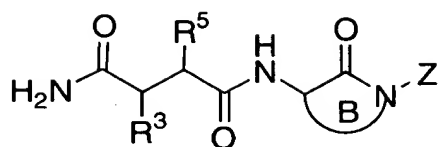
R<sup>17a</sup> is H, methyl, methoxy, -OH, F, Cl, CF<sub>3</sub>, or OCF<sub>3</sub>;

25 R<sup>18</sup>, at each occurrence, is independently selected from  
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and  
phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from  
H, methyl, and ethyl;

30 provided, when R<sup>13</sup> is H,  
then Z is butyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>; or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>.

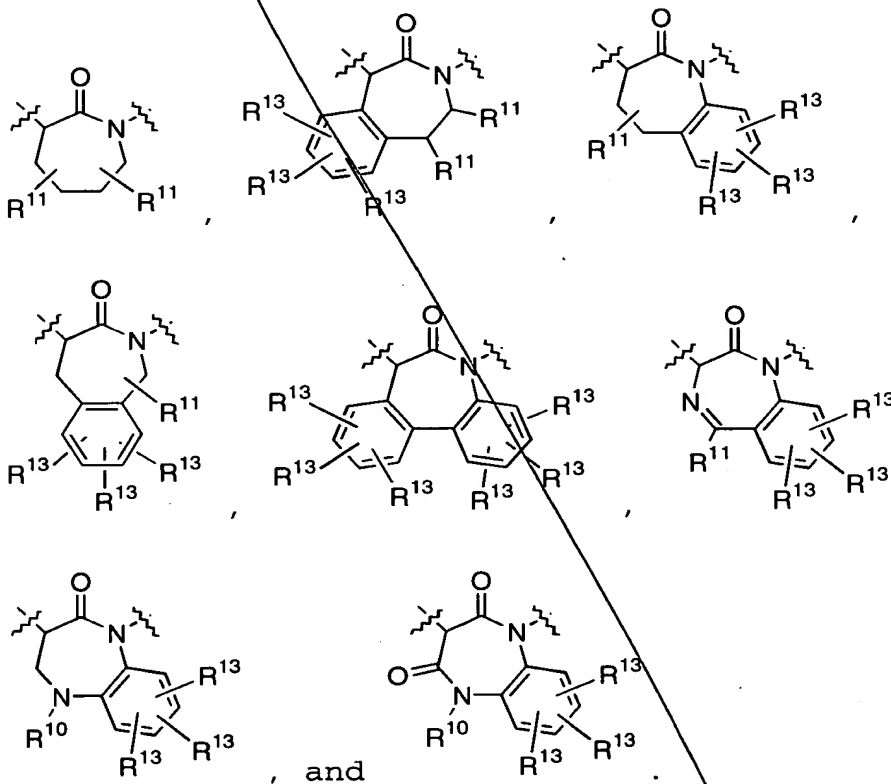
35 15. A compound of Claim 14 of Formula (Ib):



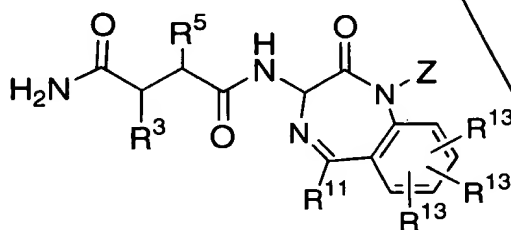
(Ib)

or a pharmaceutically acceptable salt or prodrug thereof  
wherein:

Ring B is selected from:



15    **16.** A compound according to Claim 15 of Formula (Ic):



(Ic)

or a pharmaceutically acceptable salt or prodrug thereof

wherein

R<sup>3</sup> is R<sup>4</sup>,

5 R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>4a</sup>, or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from  
10 H, F, CF<sub>3</sub>,

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
phenyl substituted with 0-3 R<sup>4b</sup>, or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

15 sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>4b</sup>; wherein said 5 to 6

membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,

pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,

20 imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>4b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,

S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,

25 ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>;

30

R<sup>5b</sup>, at each occurrence, is independently selected from:

H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, =O;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>5c</sup>;

phenyl substituted with 0-3 R<sup>5c</sup>; or

35 5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle is

5 substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

Sub  
AA  
cont  
10 R<sup>5c</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,  
ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

15 R<sup>11</sup>, at each occurrence, is independently selected from  
H, =O, NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;  
C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>11a</sup>;  
phenyl substituted with 0-3 R<sup>11b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
20 substituted with 0-3 R<sup>11b</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

25 R<sup>11a</sup>, at each occurrence, is independently selected from H,  
C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, F, Cl, =O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl  
substituted with 0-3 R<sup>11b</sup>;

30 R<sup>11b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, methyl, ethyl, propyl, butyl,  
methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub>  
haloalkoxy;

35 Z is C<sub>1</sub>-C<sub>3</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>3</sub> alkenyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>3</sub> alkynyl substituted with 1-3 R<sup>12</sup>;

5 C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>12</sup>, at each occurrence, is independently selected from  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>12b</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,  
ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy,  
Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R<sup>15</sup>, at each occurrence, is independently selected from H,  
methyl, ethyl, propyl, and butyl;

Sub  
A7  
cont 5

R<sup>16</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)<sub>2</sub>-, and ethyl-S(=O)<sub>2</sub>-;

R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

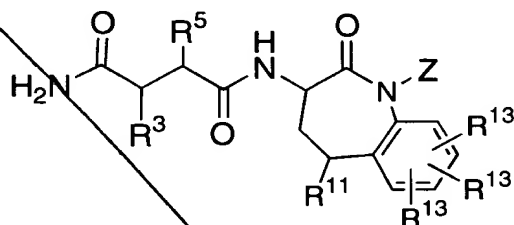
10 R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl.

provided, when R<sup>13</sup> is H,

then Z is C<sub>2</sub>-C<sub>3</sub> alkenyl substituted with 1-3 R<sup>12</sup>; or

15 C<sub>2</sub>-C<sub>3</sub> alkynyl substituted with 1-3 R<sup>12</sup>.

17. A compound according to Claim 15 of Formula (Id):



(Id)

20 or a pharmaceutically acceptable salt or prodrug thereof wherein:

R<sup>3</sup> is R<sup>4</sup>,

25

R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>4a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>4a</sup>, or  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>;

30 R<sup>4a</sup>, at each occurrence, is independently selected from H, F, CF<sub>3</sub>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
phenyl substituted with 0-3 R<sup>4b</sup>, or



5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>4b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>; C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>; C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>;

R<sup>5b</sup>, at each occurrence, is independently selected from: H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, =O; C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>5c</sup>; phenyl substituted with 0-3 R<sup>5c</sup>; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>11</sup>, at each occurrence, is independently selected from

H, =O, NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;

C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>11a</sup>;

phenyl substituted with 0-3 R<sup>11b</sup>;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or

5 5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>11b</sup>; wherein said 5 to 6  
10 membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>11a</sup>, at each occurrence, is independently selected from H,  
15 C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, F, Cl, =O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl  
substituted with 0-3 R<sup>11b</sup>;

R<sup>11b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, methyl, ethyl, propyl, butyl,  
20 methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub>  
haloalkoxy;

Z is C<sub>1</sub>-C<sub>3</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>3</sub> alkenyl substituted with 1-3 R<sup>12</sup>;  
25 C<sub>2</sub>-C<sub>3</sub> alkynyl substituted with 1-3 R<sup>12</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
30 sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
35 imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>12</sup>, at each occurrence, is independently selected from

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>12b</sup>, at each occurrence, is independently selected from  
H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,  
ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy,  
Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R<sup>15</sup>, at each occurrence, is independently selected from H,  
methyl, ethyl, propyl, and butyl;

R<sup>16</sup>, at each occurrence, is independently selected from  
H, OH, methyl, ethyl, propyl, butyl, benzyl,  
phenethyl, methyl-C(=O)-, ethyl-C(=O)-,  
methyl-S(=O)<sub>2</sub>-, and ethyl-S(=O)<sub>2</sub>-;

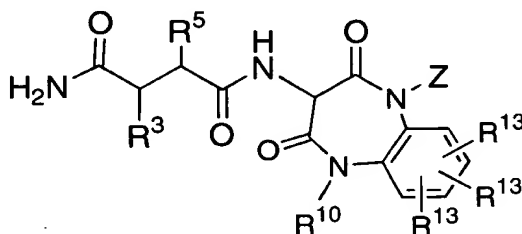
R<sup>18</sup>, at each occurrence, is independently selected from  
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and  
phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from  
H, methyl, and ethyl.

provided, when  $R^{13}$  is H,  
then Z is  $C_2-C_3$  alkenyl substituted with 1-3  $R^{12}$ ; or  
 $C_2-C_3$  alkynyl substituted with 1-3  $R^{12}$ .

5

18. A compound according to Claim 15 of Formula (Ie):



10 or a pharmaceutically acceptable salt or prodrug thereof  
wherein:

$R^3$  is  $R^4$ ,

15  $R^4$  is  $C_1-C_4$  alkyl substituted with 0-1  $R^{4a}$ ,  
 $C_2-C_4$  alkenyl substituted with 0-1  $R^{4a}$ , or  
 $C_2-C_4$  alkynyl substituted with 0-1  $R^{4a}$ ;

20  $R^{4a}$ , at each occurrence, is independently selected from  
H, F,  $CF_3$ ,  
 $C_3-C_6$  carbocycle substituted with 0-3  $R^{4b}$ ,  
phenyl substituted with 0-3  $R^{4b}$ , or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
25 sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3  $R^{4b}$ ; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
30 imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

$R^{4b}$ , at each occurrence, is independently selected from H,  
OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=O)CH_3$ ,

S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>;

R<sup>5b</sup>, at each occurrence, is independently selected from:  
H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, =O;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>5c</sup>;  
phenyl substituted with 0-3 R<sup>5c</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>5c</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,  
ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>;  
C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>10a</sup>;  
phenyl substituted with 0-4 R<sup>10b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>10b</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

Sub  
AS  
cont

5

R<sup>10a</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, OR<sup>14</sup>, Cl, F, =O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-4 R<sup>10b</sup>;

R<sup>10b</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

10 Z is C<sub>1</sub>-C<sub>3</sub> alkyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>3</sub> alkenyl substituted with 1-3 R<sup>12</sup>;  
C<sub>2</sub>-C<sub>3</sub> alkynyl substituted with 1-3 R<sup>12</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or  
15 5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6  
20 membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>12</sup>, at each occurrence, is independently selected from  
25 C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or  
5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
30 substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6  
membered heterocycle is selected from pyridinyl,  
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

35 R<sup>12b</sup>, at each occurrence, is independently selected from

H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,  
ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

5 R<sup>13</sup>, at each occurrence, is independently selected from  
H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy,  
Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

10 R<sup>15</sup>, at each occurrence, is independently selected from H,  
methyl, ethyl, propyl, and butyl;

15 R<sup>16</sup>, at each occurrence, is independently selected from  
H, OH, methyl, ethyl, propyl, butyl, benzyl,  
phenethyl, methyl-C(=O)-, ethyl-C(=O)-,  
methyl-S(=O)<sub>2</sub>-, and ethyl-S(=O)<sub>2</sub>-;

20 R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl,  
ethoxymethyl, methoxyethyl, ethoxyethyl,  
phenyl substituted by 0-3 R<sup>17a</sup>, or  
-CH<sub>2</sub>-phenyl substituted by 0-3 R<sup>17a</sup>;

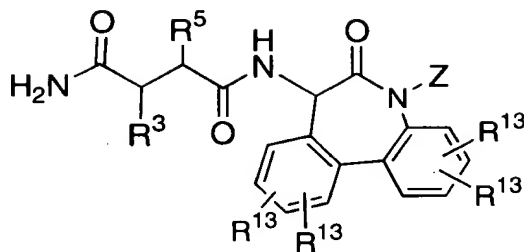
25 R<sup>17a</sup> is H, methyl, methoxy, -OH, F, Cl, CF<sub>3</sub>, or OCF<sub>3</sub>;

R<sup>18</sup>, at each occurrence, is independently selected from  
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and  
phenethyl; and

30 R<sup>19</sup>, at each occurrence, is independently selected from  
H, methyl, and ethyl.

provided, when R<sup>13</sup> is H,  
then Z is C<sub>2</sub>-C<sub>3</sub> alkenyl substituted with 1-3 R<sup>12</sup>; or  
35 C<sub>2</sub>-C<sub>3</sub> alkynyl substituted with 1-3 R<sup>12</sup>.

19. A compound according to Claim 15 of Formula (If):



(If)

or a pharmaceutically acceptable salt or prodrug thereof  
 5 wherein:

R<sup>3</sup> is R<sup>4</sup>,

R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>4a</sup>,  
 10 C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>4a</sup>, or  
 C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from  
 H, F, CF<sub>3</sub>,

15 C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,  
 phenyl substituted with 0-3 R<sup>4b</sup>, or  
 5 to 6 membered heterocycle containing 1 to 4  
 heteroatoms selected from nitrogen, oxygen, and  
 sulphur, wherein said 5 to 6 membered heterocycle is  
 20 substituted with 0-3 R<sup>4b</sup>; wherein said 5 to 6  
 membered heterocycle is selected from pyridinyl,  
 pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,  
 pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,  
 imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

25 R<sup>4b</sup>, at each occurrence, is independently selected from H,  
 OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,  
 S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,  
 ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

30 R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>;  
 C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>;  
 C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>;



R<sup>5b</sup>, at each occurrence, is independently selected from:

H, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, =O;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-2 R<sup>5c</sup>;

5 phenyl substituted with 0-3 R<sup>5c</sup>; or

5 to 6\membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle is

substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6

10 membered\heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,

pyrrolyl, piperazinyll, piperidinyl, pyrazolyl,

imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

15  $R^{5c}$ , at each occurrence, is independently selected from H,

OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, ~~CF<sub>3</sub>~~, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>,

~~S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy,~~

ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

20 Z is C<sub>1</sub>-C<sub>3</sub> alkyl substituted with 1-3 R<sup>12</sup>;

C<sub>2</sub>-C<sub>3</sub> alkenyl substituted with 1-3 R<sup>12</sup>;

C<sub>2</sub>-C<sub>3</sub> alkynyl substituted with 1-3 R<sup>12</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or

25 5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle is

substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6

membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, ~~thienyl~~, thiazolyl,

pyrrolyl, piperazinyll, piperidinyl, pyrazolyl,

imidazolyl, oxazolyl, ~~isoxazolyl~~, and tetrazolyl;

$R^{12}$ , at each occurrence, is independently selected from

35 C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup> or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

10 R<sup>12b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

15 R<sup>13</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

20 R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R<sup>16</sup>, at each occurrence, is independently selected from

25 H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)<sub>2</sub>-, and ethyl-S(=O)<sub>2</sub>-;

30 R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from

35 H, methyl, and ethyl.

provided, when R<sup>13</sup> is H, then Z is C<sub>2</sub>-C<sub>3</sub> alkenyl substituted with 1-3 R<sup>12</sup>, or

20. A compound according to one of Claims 16, 17, 18, 19,  
wherein:

5 R<sup>3</sup> is -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
-CH<sub>2</sub>(CH<sub>3</sub>)<sub>2</sub>, -CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>,  
-CF<sub>3</sub>, -CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>,  
-CH=CH<sub>2</sub>, -CH<sub>2</sub>CH=CH<sub>2</sub>, -CH<sub>2</sub>C(CH<sub>3</sub>)=CH<sub>2</sub>, -CH<sub>2</sub>CH=C(CH<sub>3</sub>)<sub>2</sub>,  
10 -CH<sub>2</sub>CH<sub>2</sub>CH=CH<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>C(CH<sub>3</sub>)=CH<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH=C(CH<sub>3</sub>)<sub>2</sub>,  
cis-CH<sub>2</sub>CH=CH(CH<sub>3</sub>), cis-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>),  
trans-CH<sub>2</sub>CH=CH(CH<sub>3</sub>), trans-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>);  
-C≡CH, -CH<sub>2</sub>C≡CH, -CH<sub>2</sub>C≡C(CH<sub>3</sub>),  
cyclopropyl-CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>-,  
15 cyclohexyl-CH<sub>2</sub>-, cyclopropyl-CH<sub>2</sub>CH<sub>2</sub>-,  
cyclobutyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>CH<sub>2</sub>-,  
cyclohexyl-CH<sub>2</sub>CH<sub>2</sub>-, phenyl-CH<sub>2</sub>-,  
(2-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>-,  
(2-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-phenyl)CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>-,  
20 (2,3-diF-phenyl)CH<sub>2</sub>-, (2,4-diF-phenyl)CH<sub>2</sub>-,  
(2,5-diF-phenyl)CH<sub>2</sub>-, (2,6-diF-phenyl)CH<sub>2</sub>-,  
(3,4-diF-phenyl)CH<sub>2</sub>-, (3,5-diF-phenyl)CH<sub>2</sub>-,  
(2,3-diCl-phenyl)CH<sub>2</sub>-, (2,4-diCl-phenyl)CH<sub>2</sub>-,  
(2,5-diCl-phenyl)CH<sub>2</sub>-, (2,6-diCl-phenyl)CH<sub>2</sub>-,  
25 (3,4-diCl-phenyl)CH<sub>2</sub>-, (3,5-diCl-phenyl)CH<sub>2</sub>-,  
(3-F-4-Cl-phenyl)CH<sub>2</sub>-, (3-F-5-Cl-phenyl)CH<sub>2</sub>-,  
(3-Cl-4-F-phenyl)CH<sub>2</sub>-, phenyl-CH<sub>2</sub>CH<sub>2</sub>-,  
(2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
30 (3-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(2,3-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(2,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,6-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(3,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(2,3-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
35 (2,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,6-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(3,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
(3-F-4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, or (3-F-5-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,

R<sup>1</sup> is -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
 -CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>,  
 -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>,  
 5 -CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH(CH<sub>2</sub>CH<sub>3</sub>)<sub>2</sub>, -CF<sub>3</sub>, -CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>,  
 -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>, -CH=CH<sub>2</sub>, -CH<sub>2</sub>CH=CH<sub>2</sub>,  
 -CH=CHCH<sub>3</sub>, cis-CH<sub>2</sub>CH=CH(CH<sub>3</sub>), trans-CH<sub>2</sub>CH=CH(CH<sub>3</sub>),  
 trans-CH<sub>2</sub>CH=CH(C<sub>6</sub>H<sub>5</sub>), -CH<sub>2</sub>CH=C(CH<sub>3</sub>)<sub>2</sub>, cis-CH<sub>2</sub>CH=CHCH<sub>2</sub>CH<sub>3</sub>,  
 trans-CH<sub>2</sub>CH=CHCH<sub>2</sub>CH<sub>3</sub>, cis-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>),  
 10 trans-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>), trans-CH<sub>2</sub>CH=CHCH<sub>2</sub>(C<sub>6</sub>H<sub>5</sub>),  
 -C≡CH, -CH<sub>2</sub>C≡CH, -CH<sub>2</sub>C≡C(CH<sub>3</sub>), -CH<sub>2</sub>C≡C(C<sub>6</sub>H<sub>5</sub>)  
 -CH<sub>2</sub>CH<sub>2</sub>C≡CH, -CH<sub>2</sub>CH<sub>2</sub>C≡C(CH<sub>3</sub>), -CH<sub>2</sub>CH<sub>2</sub>C≡C(C<sub>6</sub>H<sub>5</sub>)  
 -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>C≡CH, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>C≡C(CH<sub>3</sub>), -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>C≡C(C<sub>6</sub>H<sub>5</sub>)  
 cyclopropyl-CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>-,  
 15 cyclohexyl-CH<sub>2</sub>-, (2-CH<sub>3</sub>-cyclopropyl)CH<sub>2</sub>-,  
 (3-CH<sub>3</sub>-cyclobutyl)CH<sub>2</sub>-,  
 cyclopropyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>CH<sub>2</sub>-,  
 cyclopentyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclohexyl-CH<sub>2</sub>CH<sub>2</sub>-,  
 (2-CH<sub>3</sub>-cyclopropyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-CH<sub>3</sub>-cyclobutyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 20 phenyl-CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>-,  
 (4-F-phenyl)CH<sub>2</sub>-, furanyl-CH<sub>2</sub>-, thienyl-CH<sub>2</sub>-,  
 pyridyl-CH<sub>2</sub>-, 1-imidazolyl-CH<sub>2</sub>-, oxazolyl-CH<sub>2</sub>-,  
 isoxazolyl-CH<sub>2</sub>-,  
 phenyl-CH<sub>2</sub>CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 25 (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, furanyl-CH<sub>2</sub>CH<sub>2</sub>-, thienyl-CH<sub>2</sub>CH<sub>2</sub>-,  
 pyridyl-CH<sub>2</sub>CH<sub>2</sub>-, 1-imidazolyl-CH<sub>2</sub>CH<sub>2</sub>-, oxazolyl-CH<sub>2</sub>CH<sub>2</sub>-,  
 isoxazolyl-CH<sub>2</sub>CH<sub>2</sub>-,  
  
 Z is phenyl, 2-F-phenyl, 3-F-phenyl, 4-F-phenyl,  
 30 2-Cl-phenyl, 3-Cl-phenyl, 4-Cl-phenyl, 2,3-diF-phenyl,  
 2,4-diF-phenyl, 2,5-diF-phenyl, 2,6-diF-phenyl,  
 3,4-diF-phenyl, 3,5-diF-phenyl, 2,3-diCl-phenyl,  
 2,4-diCl-phenyl, 2,5-diCl-phenyl, 2,6-diCl-phenyl,  
 3,4-diCl-phenyl, 3,5-diCl-phenyl, 3-F-4-Cl-phenyl,  
 35 3-F-5-Cl-phenyl, 3-Cl-4-F-phenyl, 2-MeO-phenyl,  
 3-MeO-phenyl, 4-MeO-phenyl, 2-Me-phenyl, 3-Me-phenyl,  
 4-Me-phenyl, 2-MeS-phenyl, 3-MeS-phenyl, 4-MeS-phenyl,

2-CF<sub>3</sub>O-phenyl, 3-CF<sub>3</sub>O-phenyl, 4-CF<sub>3</sub>O-phenyl,  
 furanyl, thienyl, pyridyl, 2-Me-pyridyl, 3-Me-pyridyl,  
 4-Me-pyridyl, 1-imidazolyl, oxazolyl, isoxazolyl,  
 1-benzimidazolyl,  
 5 cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl,  
 morpholino, N-piperinyl,  
 phenyl-CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>-,  
 (4-F-phenyl)CH<sub>2</sub>-, (2-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-phenyl)CH<sub>2</sub>-,  
 (4-Cl-phenyl)CH<sub>2</sub>-, (2,3-diF-phenyl)CH<sub>2</sub>-,  
 10 (2,4-diF-phenyl)CH<sub>2</sub>-, (2,5-diF-phenyl)CH<sub>2</sub>-,  
 (2,6-diF-phenyl)CH<sub>2</sub>-, (3,4-diF-phenyl)CH<sub>2</sub>-,  
 (3,5-diF-phenyl)CH<sub>2</sub>-, (2,3-diCl-phenyl)CH<sub>2</sub>-,  
 (2,4-diCl-phenyl)CH<sub>2</sub>-, (2,5-diCl-phenyl)CH<sub>2</sub>-,  
 (2,6-diCl-phenyl)CH<sub>2</sub>-, (3,4-diCl-phenyl)CH<sub>2</sub>-,  
 15 (3,5-diCl-phenyl)CH<sub>2</sub>-, (3-F-4-Cl-phenyl)CH<sub>2</sub>-,  
 (3-F-5-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-4-F-phenyl)CH<sub>2</sub>-,  
 (2-MeO-phenyl)CH<sub>2</sub>-, (3-MeO-phenyl)CH<sub>2</sub>-,  
 (4-MeO-phenyl)CH<sub>2</sub>-, (2-Me-phenyl)CH<sub>2</sub>-,  
 (3-Me-phenyl)CH<sub>2</sub>-, (4-Me-phenyl)CH<sub>2</sub>-,  
 20 (2-MeS-phenyl)CH<sub>2</sub>-, (3-MeS-phenyl)CH<sub>2</sub>-,  
 4-MeS-phenyl)CH<sub>2</sub>-, (2-CF<sub>3</sub>O-phenyl)CH<sub>2</sub>-,  
 (3-CF<sub>3</sub>O-phenyl)CH<sub>2</sub>-, (4-CF<sub>3</sub>O-phenyl)CH<sub>2</sub>-,  
 (furanyl)CH<sub>2</sub>-, (thienyl)CH<sub>2</sub>-, (pyridyl)CH<sub>2</sub>-,  
 (2-Me-pyridyl)CH<sub>2</sub>-, (3-Me-pyridyl)CH<sub>2</sub>-,  
 25 (4-Me-pyridyl)CH<sub>2</sub>-, (1-imidazolyl)CH<sub>2</sub>-,  
 (oxazolyl)CH<sub>2</sub>-, (isoxazolyl)CH<sub>2</sub>-,  
 (1-benzimidazolyl)CH<sub>2</sub>-, (cyclopropyl)CH<sub>2</sub>-,  
 (cyclobutyl)CH<sub>2</sub>-, (cyclopentyl)CH<sub>2</sub>-,  
 (cyclohexyl)CH<sub>2</sub>-, (morpholino)CH<sub>2</sub>-, (N-pipridinyl)CH<sub>2</sub>-,  
 30 phenyl-CH<sub>2</sub>CH<sub>2</sub>-, (phenyl)<sub>2</sub>CHCH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (3-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (2-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,3-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 35 (2,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (2,6-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (3,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,3-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,

(2,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (2,6-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (3,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-F-4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (3-F-5-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-Cl-4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 5 (2-MeO-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-MeO-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (4-MeO-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2-Me-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (3-Me-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (4-Me-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (2-MeS-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-MeS-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (4-MeS-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2-CF<sub>3</sub>O-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 10 (3-CF<sub>3</sub>O-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (4-CF<sub>3</sub>O-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (furanyl)CH<sub>2</sub>CH<sub>2</sub>-, (thienyl)CH<sub>2</sub>CH<sub>2</sub>-, (pyridyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (2-Me-pyridyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-Me-pyridyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (4-Me-pyridyl)CH<sub>2</sub>CH<sub>2</sub>-, (imidazolyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (oxazolyl)CH<sub>2</sub>CH<sub>2</sub>-, (isoxazolyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 15 (benzimidazolyl)CH<sub>2</sub>CH<sub>2</sub>-, (cyclopropyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (cyclobutyl)CH<sub>2</sub>CH<sub>2</sub>-, (cyclopentyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 (cyclohexyl)CH<sub>2</sub>CH<sub>2</sub>-, (morpholino)CH<sub>2</sub>CH<sub>2</sub>-, or  
 (N-pipridinyl)CH<sub>2</sub>CH<sub>2</sub>-;

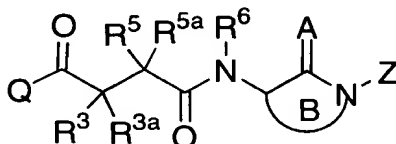
20 R<sup>10</sup> is H, methyl, ethyl, phenyl, benzyl, phenethyl,  
 4-F-phenyl, (4-F-phenyl)CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 4-Cl-phenyl, (4-Cl-phenyl)CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 4-CH<sub>3</sub>-phenyl, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>-, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 4-CF<sub>3</sub>-phenyl, (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>-, or  
 25 (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-;

R<sup>11</sup>, at each occurrence, is independently selected from  
 H, =O, methyl, ethyl, phenyl, benzyl, phenethyl,  
 4-F-phenyl, (4-F-phenyl)CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 30 3-F-phenyl, (3-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 2-F-phenyl, (2-F-phenyl)CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 4-Cl-phenyl, (4-Cl-phenyl)CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 3-Cl-phenyl, (3-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 4-CH<sub>3</sub>-phenyl, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>-, (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 35 3-CH<sub>3</sub>-phenyl, (3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>-, (3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 4-CF<sub>3</sub>-phenyl, (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>-, (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,  
 pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and

9b  
A9  
cont

R<sup>13</sup>, at each occurrence, is independently selected from  
H, F, Cl, OH, -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -OCH<sub>3</sub>, or -CF<sub>3</sub>.

21. A method for the treatment of neurological disorders  
associated with  $\beta$ -amyloid production comprising  
administering to a host in need of such treatment a  
therapeutically effective amount of a compound of Formula  
(I):



(I)

or a pharmaceutically acceptable salt or prodrug thereof,  
wherein:

A is O or S;

Q is -NR<sup>1</sup>R<sup>2</sup>;

R<sup>1</sup> is OR<sup>14</sup>;

R<sup>2</sup> is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub>  
carbocycle, C<sub>6</sub>-C<sub>10</sub> aryl, and 5 to 10 membered  
heterocycle containing 1 to 4 heteroatoms selected  
from nitrogen, oxygen, and sulphur;

R<sup>3</sup> is -(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-R<sup>4</sup>,

-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-S-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,

-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-O-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,

-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-N(R<sup>7b</sup>)-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,

-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-S(=O)-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,

-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-S(=O)<sub>2</sub>-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,

-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-C(=O)-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,

-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-N(R<sup>7b</sup>)C(=O)-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,

-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-C(=O)N(R<sup>7b</sup>)-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>,

~~-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-N(R<sup>7b</sup>)S(=O)<sub>2</sub>-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>, or  
-(CR<sup>7</sup>R<sup>7a</sup>)<sub>n</sub>-S(=O)<sub>2</sub>N(R<sup>7b</sup>)-(CR<sup>7</sup>R<sup>7a</sup>)<sub>m</sub>-R<sup>4</sup>;~~

~~n is 0, 1, 2, or 3;~~

5

~~m is 0, 1, 2, or 3;~~

~~R<sup>3a</sup> is H, OH, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>2</sub>-C<sub>4</sub> alkenyl  
or C<sub>2</sub>-C<sub>4</sub> alkenyloxy;~~

10

~~R<sup>4</sup> is H, OH, OR<sup>14a</sup>,~~

~~C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>4a</sup>,~~

~~C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>4a</sup>,~~

~~C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>4a</sup>,~~

15

~~C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,~~

~~C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or~~

~~5 to 10 membered heterocycle containing 1 to 4~~

~~heteroatoms selected from nitrogen, oxygen, and~~

~~sulphur, wherein said 5 to 10 membered heterocycle~~

20

~~is substituted with 0-3 R<sup>4b</sup>;~~

~~R<sup>4a</sup>, at each occurrence, is independently selected from is  
H, F, Cl, Br, I, CF<sub>3</sub>,~~

~~C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,~~

25

~~C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or~~

~~5 to 10 membered heterocycle containing 1 to 4~~

~~heteroatoms selected from nitrogen, oxygen, and~~

~~sulphur, wherein said 5 to 10 membered heterocycle~~

~~is substituted with 0-3 R<sup>4b</sup>;~~

30

~~R<sup>4b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,~~

~~C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,~~

35

~~C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> halothioalkyl-S-;~~

~~R<sup>5</sup> is H, OR<sup>14</sup>;~~



C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>1</sub>-C<sub>6</sub> alkoxy substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>5b</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;  
5 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or  
5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
10 is substituted with 0-3 R<sup>5c</sup>;

R<sup>5a</sup> is H, OH, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>2</sub>-C<sub>4</sub> alkenyl, or  
C<sub>2</sub>-C<sub>4</sub> alkenyloxy;

15 R<sup>5b</sup>, at each occurrence, is independently selected from:  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or  
20 5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>5c</sup>;

25 R<sup>5c</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> halothioalkyl-S-;

30

R<sup>6</sup> is H;

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>6a</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>6b</sup>; or  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>6b</sup>;

35

R<sup>6a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, aryl or CF<sub>3</sub>;

5 R<sup>6b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>7</sup>, at each occurrence, is independently selected from H,  
10 OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, phenyl and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7a</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, and C<sub>1</sub>-C<sub>4</sub> alkyl;

15 R<sup>7b</sup> is independently selected from H and C<sub>1</sub>-C<sub>4</sub> alkyl;

Ring B is a 7 membered lactam or thiolactam, wherein the lactam or thiolactam is saturated, partially saturated or unsaturated; wherein each additional lactam carbon or thiolactam carbon is substituted with 0-2 R<sup>11</sup>; and, optionally, the lactam contains a heteroatom selected from -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -N=, -NH-, and -N(R<sup>10</sup>)-;

25 additionally, two R<sup>11</sup> substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-4 R<sup>13</sup>;

30 additionally, two R<sup>11</sup> substituents on adjacent atoms may be  
combined to form a 5 to 6 membered heteroaryl fused  
radical, wherein said 5 to 6 membered heteroaryl fused  
radical comprises 1 or 2 heteroatoms selected from N,  
O, and S; wherein said 5 to 6 membered heteroaryl  
35 fused radical is substituted with 0-3 R<sup>13</sup>;

additionally, two R<sup>11</sup> substituents on the same or adjacent carbon atoms may be combined to form a C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>13</sup>;

- 5 R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>R<sup>17</sup>;  
C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>10a</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>10b</sup>;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or  
10 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>10b</sup>;
- 15 R<sup>10a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or aryl substituted with 0-4 R<sup>10b</sup>;
- R<sup>10b</sup>, at each occurrence, is independently selected from H,  
20 OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-;
- 25 R<sup>11</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, =O, CN, NO<sub>2</sub>, NR<sup>18</sup>R<sup>19</sup>, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;  
C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>;  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>;  
30 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or  
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>11b</sup>;
- 35 R<sup>11a</sup>, at each occurrence, is independently selected from

H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>;

phenyl substituted with 0-3 R<sup>11b</sup>;

C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>11b</sup>; and

5 5 to 6 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 6 membered heterocycle is  
substituted with 0-3 R<sup>11b</sup>;

10 R<sup>11b</sup>, at each occurrence, is independently selected from H,  
OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  
S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> halothioalkyl-S-;

15 Z is H;

C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 1-3 R<sup>12</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;

20 C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 0-3 R<sup>12a</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or

25 5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>12b</sup>;

30 R<sup>12</sup>, at each occurrence, is independently selected from  
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or

35 5 to 10 membered heterocycle containing 1 to 4  
heteroatoms selected from nitrogen, oxygen, and  
sulphur, wherein said 5 to 10 membered heterocycle  
is substituted with 0-3 R<sup>12b</sup>;



R<sup>18</sup>, at each occurrence, is independently selected from  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-; and

5 R<sup>19</sup>, at each occurrence, is independently selected from  
H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl,  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

provided, when R<sup>13</sup> is H,

10 then Z is H;

C<sub>4</sub>-C<sub>8</sub> alkyl substituted with 1-3 R<sup>12</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;

C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 0-3 R<sup>12a</sup>;

15 C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>; and

provided, when ring B is a 1,3,4,5-tetrahydro-1-(Z)-5-  
(R<sup>10</sup>)-6,6,7,7-tetra(R<sup>11</sup>)-2,4-dioxo-2H-1,5-diazepin-3-yl

20 core, and R<sup>13</sup> is H; then

R<sup>10</sup> is H, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>,

S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>R<sup>17</sup>, or

C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>10a</sup>;

25

R<sup>10a</sup>, at each occurrence, is independently selected from  
H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =O, CN, NO<sub>2</sub>,  
NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>.

30 **22.** A pharmaceutical composition comprising a compound of  
Claim 1 and a pharmaceutically acceptable carrier.

**23.** A method for the treatment of neurological disorders  
associated with  $\beta$ -amyloid production comprising  
35 administering to a host in need of such treatment a  
therapeutically effective amount of a compound of Claim 1.

sub  
B8

5

add  
C12

[illegible]